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RECORDATION NO. 21885 FILED

DEC 18 '98

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December 18, 1998

RECORDATION NO. 21885-A, B, C, D, E FILED

OUR FILE NUMBER
907,355-011
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WRITER'S DIRECT DIAL
212-326-2238

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

WRITER'S E-MAIL ADDRESS
jglicdman@omm.com

Re: WMATA 1998 Trust SSBTC A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of Section 11301, title 49 of the United States Code are an original and copy each of (1) the Short Form of Head Lease, (2) the Short Form of Lease, and (3) the Short Form of Equipment Mortgage & Pledge Agreement, each dated as of December 18, 1998. These are all primary documents as defined in the Surface Transportation Board's Rules for the recordation of documents.

The names and addresses of the parties to the enclosed documents are:

Short Form of Head Lease

Lessor:

Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Lessee:

WMATA 1998 Trust SSBTC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Short Form of Lease

Lessor: WMATA 1998 Trust SSBTC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Lessee: Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Short Form of Equipment Mortgage & Pledge Agreement

Mortgagor: Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Mortgagee: WMATA 1998 Trust SSBTC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

A description and the number of the Equipment covered by the enclosed documents is set forth on Exhibit A attached to each of the above-listed Short Form Agreements.

Additionally, I have enclosed for recordation an original and one copy each of (1) the Short Form of Loan Agreement, dated as of December 18, 1998, which is a secondary document. The Short Form of Loan Agreement relates to the above-listed documents; (2) the Short Form of Lessor's Security Agreement, dated as of December 18, 1998, which is both a primary and a secondary document. The Short Form of Lessor's Security Agreement relates to the Short Form of Head Lease; and (3) the Short Form of Head Lessor's Lease Mortgage, dated as of December 18, 1998, which is both a primary and a secondary document. The Short Form of Head Lessor's Lease Agreement relates to Short Form of Lease.

The names and addresses of the parties to the enclosed documents are:

Short Form of Loan Agreement

Assignor: WMATA 1998 Trust SSBTC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Assignee: AIG-FP Funding (Cayman) Limited, as agent for
the Series A and Series B Lenders
c/o Maples & Calder
P.O. Box 309
Ugland House
South Church Street
Grand Cayman, Cayman Islands
British West Indies

Short Form of Head Lessor's Lease Mortgage

Assignor: WMATA 1998 Trust SSBTC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Assignee: Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Mortgagor: WMATA 1998 Trust SSBTC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Mortgagee: Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Short Form of Lessor's Security Agreement

Assignor:

WMATA 1998 Trust SSBTC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Assignee:

Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Mortgagor:

WMATA 1998 Trust SSBTC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

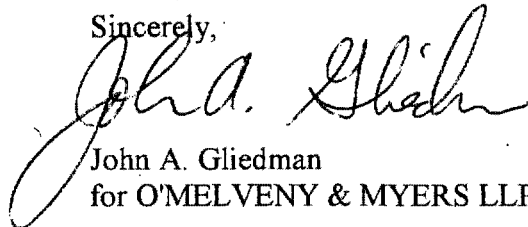
Mortgagee:

Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Please cross-reference the above three agreements under the names Washington Metropolitan Area Transit Authority and WMATA 1998 Trust SSBTC A.

We enclose the filing fee pursuant to the applicable regulations. Please stamp and return original documents to Mr. Richard Vorosmarti of the Federal Research Corporation, 400 Seventh St., N.W., Suite 101, Washington, D.C. 20004. WMATA has appointed Mr. Vorosmarti as its attorney-in-fact for the purpose of making this filing.

Sincerely,

A handwritten signature in dark ink, appearing to read "John A. Gliedman". The signature is fluid and cursive, with the first name "John" being particularly prominent.

John A. Gliedman
for O'MELVENY & MYERS LLP

RECORDATION NO. 21885-E FILED

DEC 18 '98

4-28 PM

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

O'Melveny & Myers LLP
153 East 53rd Street
New York, New York 10022

SHORT FORM OF LESSOR'S SECURITY AGREEMENT

This Short Form of Lessor's Security Agreement is made and dated as of the 18th day of December, 1998, by and among **WMATA 1998 TRUST SSBTC A** (the "Lessor"), a Delaware statutory business trust, having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001, and **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY** (the "Lessee"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia and having an address at 600 Fifth Street, NW, Washington D.C. 20001.

A. Pursuant to the Lessor's Security Agreement, of even date herewith ("**the Lessor's Security Agreement**"), which by this reference is incorporated herein and made a part hereof as if set forth at length, the Lessor desires to assign certain interests, including interests in that certain Equipment set forth in Exhibit A hereto, as security for certain obligations of the Lessor; and

B. The Lessor and the Lessee desire to record this Short Form of Lessor's Security Agreement with the U.S. Surface Transportation Board to give constructive notice of Lessee's security interest;

NOW, THEREFORE, in consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor and Lessee agree as follows:

1. **Property Subject to Head Lessor's Lease Mortgage:** Pursuant to, and in accordance with, the Lessor's Security Agreement, the Lessor hereby grants, bargains, sells, assigns, transfers, conveys, mortgages, pledges and confirms to the Lessee, and its successors and permitted assigns, a security interest in and lien upon all right, title and interest in, to and under the Lessor Collateral as that term is defined in the Lessor's Security Agreement.

2. **Conflict With Head Lessor's Lease Mortgage:** In the event of any conflict between this Short Form of Lessor's Security Agreement and the Lessor's Security Agreement, the terms, covenants and conditions of the Lessor's Security Agreement shall control.

3. **Counterparts:** This Short Form of Lessor's Security Agreement may be executed in one or more counterparts, but there shall only be one original and all of which taken together shall constitute one and the same instrument. Signature pages may be detached from

multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same instrument, which shall be the original of this Short Form of Lessor's Security Agreement.

IN WITNESS WHEREOF, the Lessor and the Lessee have executed this Short
Form of Lessor's Security Agreement as of the date first above written.

WMATA 1998 TRUST SSBTC A

By: Wilmington Trust Company, not in its
individual capacity but solely as Trustee

By: 
Name: **W. CHRIS SPONENBERG**
Title: **ASSISTANT VICE PRESIDENT**

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

By: _____
Name: _____
Title: _____

Acknowledgment
Pursuant to 49 C.F.R. § 1177.3

I, W. CHRIS SPONENBERG, certify that I am ^{Assistant}~~Vice President~~ of
Wilmington Trust Company, the Trustee of WMATA 1998 TRUST SSBTC A, a Delaware
statutory business trust, and that I acknowledge that the execution of the foregoing instrument
was the free act and deed of the Trust. I further declare under penalty of perjury that the
foregoing is true and correct.

Executed on December __, 1998.


Name: **W. CHRIS SPONENBERG**
Title: **ASSISTANT VICE PRESIDENT**

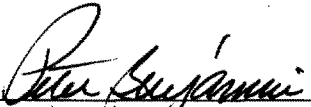
IN WITNESS WHEREOF, the Lessor and the Lessee have executed this Short
Form of Lessor's Security Agreement as of the date first above written.

WMATA 1998 TRUST SSBTC A

By: Wilmington Trust Company, not in its
individual capacity but solely as Trustee

By: _____
Name:
Title:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By: 
Name: Peter Benjamin
Title: Assistant General Manager for
Finance and Program Development

Acknowledgment
Pursuant to 49 C.F.R. § 1177.3

I, Harold M. Bartlett, certify that I am Secretary of Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on December __, 1998.

Harold M. Bartlett

Name: Harold M. Bartlett

Title: Secretary

EXHIBIT A

EQUIPMENT LOT RELATING TO
WMATA 1998 TRUST SSBTC A

<u>Equipment Description</u>	<u>Car Serial #</u>
1 Breda 2000 Passenger Rail Car	2004
1 Breda 2000 Passenger Rail Car	2005
1 Breda 2000 Passenger Rail Car	2023
1 Breda 2000 Passenger Rail Car	2024
1 Breda 2000 Passenger Rail Car	2025
1 Breda 2000 Passenger Rail Car	2026
1 Breda 2000 Passenger Rail Car	2027
1 Breda 2000 Passenger Rail Car	2028
1 Breda 2000 Passenger Rail Car	2029
1 Breda 2000 Passenger Rail Car	2030
1 Breda 2000 Passenger Rail Car	2031
1 Breda 2000 Passenger Rail Car	2032
1 Breda 2000 Passenger Rail Car	2033
1 Breda 2000 Passenger Rail Car	2034
1 Breda 2000 Passenger Rail Car	2035
1 Breda 2000 Passenger Rail Car	2036
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1 Breda 2000 Passenger Rail Car	2038
1 Breda 2000 Passenger Rail Car	2039
1 Breda 2000 Passenger Rail Car	2040
1 Breda 2000 Passenger Rail Car	2041
1 Breda 2000 Passenger Rail Car	2042
1 Breda 2000 Passenger Rail Car	2043
1 Breda 2000 Passenger Rail Car	2044
1 Breda 2000 Passenger Rail Car	2045
1 Breda 2000 Passenger Rail Car	2046
1 Breda 2000 Passenger Rail Car	2047
1 Breda 2000 Passenger Rail Car	2048
1 Breda 2000 Passenger Rail Car	2049
1 Breda 2000 Passenger Rail Car	2050
1 Breda 2000 Passenger Rail Car	2051
1 Breda 2000 Passenger Rail Car	2052
1 Breda 2000 Passenger Rail Car	2053
1 Breda 2000 Passenger Rail Car	2054
1 Breda 2000 Passenger Rail Car	2055
1 Breda 2000 Passenger Rail Car	2056
1 Breda 2000 Passenger Rail Car	2057
1 Breda 2000 Passenger Rail Car	2058
1 Breda 2000 Passenger Rail Car	2059
1 Breda 2000 Passenger Rail Car	2060
1 Breda 2000 Passenger Rail Car	2061
1 Breda 2000 Passenger Rail Car	2062

EQUIPMENT LOT RELATING TO

WMATA 1998 TRUST SSBTC A

<u>Equipment Description</u>	<u>Car Serial #</u>
1 Breda 2000 Passenger Rail Car	2063
1 Breda 2000 Passenger Rail Car	2064
1 Breda 2000 Passenger Rail Car	2065
1 Breda 2000 Passenger Rail Car	2066
1 Breda 2000 Passenger Rail Car	2067
1 Breda 2000 Passenger Rail Car	2068
1 Breda 2000 Passenger Rail Car	2069
1 Breda 2000 Passenger Rail Car	2070
1 Breda 2000 Passenger Rail Car	2071
1 Breda 2000 Passenger Rail Car	2072
1 Breda 2000 Passenger Rail Car	2073
1 Breda 2000 Passenger Rail Car	2074
1 Breda 3000 Passenger Rail Car	3000
1 Breda 3000 Passenger Rail Car	3001
1 Breda 3000 Passenger Rail Car	3002
1 Breda 3000 Passenger Rail Car	3003
1 Breda 3000 Passenger Rail Car	3008
1 Breda 3000 Passenger Rail Car	3009
1 Breda 3000 Passenger Rail Car	3012
1 Breda 3000 Passenger Rail Car	3013
1 Breda 3000 Passenger Rail Car	3014
1 Breda 3000 Passenger Rail Car	3015
1 Breda 3000 Passenger Rail Car	3020
1 Breda 3000 Passenger Rail Car	3021
1 Breda 3000 Passenger Rail Car	3022
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1 Breda 3000 Passenger Rail Car	3063
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1 Breda 3000 Passenger Rail Car	3065